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Proposed Counsel for Debtors and Debtors-in-Possession

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
CLUB VENTURES INVESTMENTS LLC,	)	Case No. 11-10891 (ALG)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
Club Ventures II, LLC,	)	Case No. 11-10892 (ALG)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
CV 2, LLC,	)	Case No. 11-10894 (ALG)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
CV II Gym, LLC,	)	Case No. 11-10893 (ALG)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
Club Ventures III, L.L.C.,	)	Case No. 11-10896 (ALG)
	)	
Debtor.	)	
	)	

In re:	)	Chapter 11
	)	
CV 3, LLC,	)	Case No. 11-10895 (ALG)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
CV III Gym, LLC,	)	Case No. 11-10897 (ALG)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
Club Ventures IV, LLC,	)	Case No. 11-10900 (ALG)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
CV 4 LEASING, LLC,	)	Case No. 11-10898 (ALG)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
CV IV Gym, LLC,	)	Case No. 11-10899 (ALG)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
Club Ventures VI, LLC,	)	Case No. 11-10901 (ALG)
	)	
Debtor.	)	
	)	
In re:	)	Chapter 11
	)	
CV VI, LLC,	)	Case No. 11-10902 (ALG)
	)	
Debtor.	)	
	)	

In re:	)	Chapter 11
	)	
CV VII GYM, LLC,	)	Case No. 11-10903 (ALG)
	)	
Debtor.	)	
_____	)	
In re:	)	Chapter 11
	)	
Club Ventures VIII, LLC,	)	Case No. 11-10905 (ALG)
	)	
Debtor.	)	
_____	)	
In re:	)	Chapter 11
	)	
CV VIII GYM, LLC,	)	Case No. 11-10904 (ALG)
	)	
Debtor.	)	
_____	)	
In re:	)	Chapter 11
	)	
Club Ventures X, LLC,	)	Case No. 11-10906 (ALG)
	)	
Debtor.	)	
_____	)	
In re:	)	Chapter 11
	)	
CV X GYM, LLC,	)	Case No. 11-10907 (ALG)
	)	
Debtor.	)	
_____	)	
In re:	)	Chapter 11
	)	
DB 85 GYM CORP.,	)	Case No. 11-10908 (ALG)
	)	
Debtor.	)	
_____	)	

**ORDER PURSUANT TO RULE 1015(b) OF THE  
FEDERAL RULES OF BANKRUPTCY PROCEDURE DIRECTING  
JOINT ADMINISTRATION OF CHAPTER 11 CASES**

Upon the motion of Club Ventures Investments LLC and certain of its subsidiaries, as debtors and debtors-in-possession (collectively, the “**Debtors**”) for an

order directing joint administration of the Debtors' Chapter 11 Cases (the "**Motion**")<sup>1</sup>; and the Court having subject matter jurisdiction to consider the Motion and the relief requested therein pursuant to 28 U.S.C. § 1334 and the Standing Order of Referral of Cases to Bankruptcy Court Judges of the District Court for the Southern District of New York, dated July 19, 1984 (Ward, Acting C.J.); and consideration of the Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before the Court pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion having been provided, and no other or further notice need be provided; and the relief requested in the Motion being in the best interests of the Debtors and their Estates and creditors; and the Court having reviewed the Motion and having heard the statements in support of the relief requested therein at a hearing before the Court (the "**Hearing**"); and the Court having determined that the legal and factual bases set forth in the Motion and at the Hearing establish just cause for the relief granted herein; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore, it is hereby

**ORDERED THAT:**

- A. The Motion is granted as set forth herein.
- B. The Debtors' respective captioned and numbered cases are consolidated, for procedural purposes only, and shall be jointly administered in accordance with Rule 1015(b) of the Federal Rules of Bankruptcy Procedure.
- C. A docket entry shall be made in each of the above-captioned cases substantially as follows:

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<sup>1</sup> Capitalized terms used but not defined herein shall have the same meanings ascribed to them in the Motion.

An Order has been entered in this case directing the procedural consolidation and joint administration of the chapter 11 cases commenced by Club Ventures Investments LLC; Club Ventures II, LLC; CV 2, LLC; CV II Gym, LLC; Club Ventures III, L.L.C.; CV 3, LLC; CV III Gym, LLC; Club Ventures IV, LLC; CV 4 LEASING, LLC; CV IV Gym, LLC; Club Ventures VI, LLC; CV VI, LLC; CV VII GYM, LLC; Club Ventures VIII, LLC; CV VIII GYM, LLC; Club Ventures X, LLC; CV X GYM, LLC; DB 85 GYM CORP. The docket in Case No. 11-10891 should be consulted for all matters affecting the above listed cases.

D. The caption of the jointly administered cases is to read as follows:

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

In re:	)	Chapter 11
	)	
CLUB VENTURES INVESTMENTS LLC, <u>et al.</u> ,	)	Case No. 11-10891 (ALG)
	)	
Debtors.	)	Jointly Administered
	)	

E. The Debtors are authorized to file monthly operating reports required by the Operating Guidelines and Financial Reporting Requirements promulgated by the U.S. Trustee on a consolidated basis if the Debtors determine, after consultation with the U.S. Trustee, that consolidated reports would further administrative economy and efficiency without prejudice to any party in interest and would accurately reflect the Debtors' consolidated business operations and financial affairs; *provided, however*, the consolidated reports shall include separate disbursement reports for each Debtor.

F. Nothing contained in the Motion or this Order shall be deemed or construed as directing or otherwise effecting a substantive consolidation of the above-captioned Chapter 11 Cases.

G. This Order shall be effective immediately upon its entry.

Dated: New York, New York  
March 4, 2011

/s/ Allan L. Gropper  
UNITED STATES BANKRUPTCY JUDGE